### UNITED STATES DISTRICT COURT WESTERN DISTRICT OF PENNSYLVANIA

UNITED STATES SI	<b>ECURITIES</b>	AND
<b>EXCHANGE COMM</b>	IISSION.	

Civil Action No. 00-1827

Plaintiff,

Judge Cercone

v.

DAVID W. BUTLER,

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### SECOND DECLARATION OF DONALD J. ENRIGHT, ESQ. IN SUPPORT OF MOTION FOR AN AWARD OF ATTORNEYS' FEES AND EXPENSES

I, Donald J. Enright, counsel for David W. Butler in this matter and a partner with Finkelstein, Thompson & Loughran, hereby affirm and attest under penalty of perjury as follows:

- 1. I am an adult of sound mental health, and make these representations on personal knowledge.
- 2. Attached hereto as Exhibit 1 is a true and correct copy of the Affidavit of Steven Olson, dated August 3, 2005.
- 3. Attached hereto as Exhibit 2 is a true and correct copy of the Affidavit of David W. Butler dated August 2, 2005.
- 4. Attached hereto as Exhibit 3 is a true and correct copy of the Affidavit of Thomas J. Gill, dated December 11, 2001.
- 5. Attached hereto as Exhibit 4 is a true and correct copy of DX 326, a demonstrative exhibit prepared by Butler's counsel for trial, reflecting the various

- calls from Butler's various phones to the various Prudential Washington, DC extensions on March 17, 1997.
- 6. Attached hereto as Exhibit 5 is a true and correct copy of the Affidavit of Peter Barrett, dated January 4, 2002.
- 7. Attached hereto as Exhibit 6 is a true and correct copy of the Affidavit of Burton H. Finkelstein, Esq., dated July 29, 2005.
- 8. Attached hereto as Exhibit 7 is a true and correct copy of a letter from Burton H. Finkelstein, Esq. (Counsel for David Butler) to Michael Novakovic of the United States Securities and Exchange Commission dated January 14, 2000, with the Federal Express shipping slip reflecting the tracking number of this package.
- 9. Attached hereto as Exhibit 8 is a Bill of Costs enumerating the costs and expenses paid by David W. Butler in connection with defending this litigation.
- 10. Attached hereto as Exhibit 9 is a true and correct copy of the current firm resume of Finkelstein, Thompson & Loughran, counsel for David W. Butler.
- 11. Attached hereto as Exhibit 10 is a true and correct accounting of the billable time of David Butler's primary counsel and associated staff in defending this litigation, and supporting time records that have been redacted as necessary to remove privileged information or work product.

Sworn and subscribed under penalty of perjury this 3 day of August, 2005

Donald J. Enright, Esq.

### **EXHIBIT 1**

### IN THE UNITED STATES DISTRICT COURT FOR THE WESTERN DISTRICT OF PENNSYLVANIA

SECURITIES AND EXCHANGE	E COMMISSION,	)
	Plaintiff,	) ) Civil Action No. 00-1827
v.		)
DAVID W. BUTLER,		)
	Defendant.	) ) )
STATE OF CALIFORNIA	)	
COUNTY OF SAN MATEO	) ss: )	

### AFFIDAVIT OF STEVEN D. OLSON

- I, Steven D. Olson, being duly sworn, do hereby testify as follows:
- 1. I am an adult of majority age, of sound mental health, and I make this affidavit based on personal knowledge. If called to do so, I could and would testify truthfully about the matters set forth herein as follows.
- 2. I am a Certified Public Accountant licensed to practice in the state of California. I was retained by David W. Butler as his CPA on September 29, 1999 and have served in that capacity since that time. On July 22, 2005, I met with Mr. Butler and was asked to assist him in the preparation of a statement of his personal net worth as of September 14, 2000.
- 3. Mr. Butler presented me with a preliminary statement of net worth that he had prepared along with supporting documentation, correspondence and other related documents. He stated that his attorney had requested this net worth statement for use in connection with the civil action between Mr. Butler and the Securities and Exchange Commission. The basis of the statement was to be historical cost with no allowance for appreciation or depreciation of the assets.
- 4. I inspected the preliminary statement and the provided documentation. discussed the individual line items with Mr. Butler and requested additional information and

supporting documentation. The additional documentation was delivered to my office on Monday July 25, 2005.

- 5. Based upon the documents provided, I corrected the preliminary statement prepared by Mr. Butler and added references keying the amount shown to the supporting documentation resulting in the statement and exhibits attached to this affidavit.
- The attached statement includes the entire interest of the reported assets and 6. liabilities of Mr. Butler and his spouse, Kristin G. Butler. No reduction has been made for separate property or community property interests.
- This statement does not constitute a financial statement in accordance with 7. Generally Accepted Accounting Principles. In performing the requested task I did not audit the information in accordance with Generally Accepted Auditing Standards by obtaining independent third party corroboration of the balances or by other auditing techniques. purpose of an audit is to express an opinion on a financial statement taken as a whole. As the attached document does not constitute a financial statement and I have not performed an audit of the information, I express no such opinion.
- 8. As stated above, the basis of the statement is historical cost, however, I was unable to locate a document showing the amount of principal contributed to the majority of the listed retirement plan accounts. The supporting documentation provided to me listed only the current market value. Therefore the listed balances include not only the original cost but the accumulated reinvestment of earnings and market appreciation. If the reinvested earnings and market appreciation were eliminated and the accounts listed at cost it would have the effect of reducing the amount of total assets. Correspondingly the amount of accrued income tax liability on retirement contributions listed in the liability section of the statement would also decrease. The net effect of these changes would be to reduce the reported net worth. The cost basis of the retirement accounts and the associated accrued tax liability is an ascertainable number however the amount of the adjustment required is unknown at this time.
- Mr. Butler has stated to me that there are additional liabilities for which he has 9. been unable to locate supporting documentation. For the purpose of the attached statement those liabilities have not been included. If the undocumented liabilities were included the effect would be to reduce the reported net worth, however the amount of the required reduction is unknown at this time.

Based on the foregoing, I conclude that Mr. Butler's net worth as of September 10. 14, 2000 was no more than \$1,952,845.33 and is probably less. The calculations which allowed me to reach this conclusion are appended hereto as Exhibit A, and the supporting documentation is appended hereto as Exhibit B.

I declare under penalty of perjury of the laws of the State of California that the foregoing is true and correct, executed this  $3^{\text{RP}}$  day of August, 2005.

Steven D. Olson

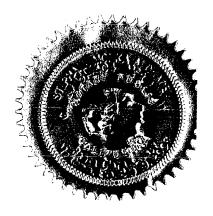
Notary Seal

STEPHANIE MONIKA ANDRADE Commission # 1514404 Notary Public - California Santa Clara County My Comm. Expires Sep 19, 2000

State of

County of

Commission Expires



David W. Butler Statement of Net Worth As of September 14, 2000

Assets	Description	Cost Basis	Ref.
Wells Fargo Bank (0039-758990)	Checking	20,871.94	A1
Fidelity Investments (165-183377)	Retirement Plan - IRA	2,000.00	A2
Marconi-Fore - AMEX	Retirement Plan - 401K	53,975.89	А3
Prudential (BBE-800814)	Retirement Plan - IRA	162,876.69	A4
Prudential (BBE-855988)	Securities	113,957.97	A5
Prudential (TFJ-179313)	Money Market	21,088.94	A6
PaineWebber (TF14557-66)	UBS PW Technology Fund	200,000.00	A7
PaineWebber (TF14557-66)	PW ASPEN Fund, LLC	125,000.00	A7
PaineWebber (SJ-34861-LS)	Brandes Investment Fund	300,000.00	A8
PaineWebber (SL-34860-LS)	New Bridge Partners Inv. Fund	200,469.00	A9
PaineWebber (SJ-34858-LS)	Laurel Capital Fund	200,000.00	A10
Personal Residence	17370 Skyline Blvd. Woodside, CA	1,600,000.00	A11
Lockheed Martin	401(K) (Kristin G. Butler)	13,440.56	A12
Mirapoint, Inc.	401 (K) Profit Sharing Plan	8,970.81	A13
Wells Fargo Bank (6401-754312)	Bank Account (Kristin G. Butler)	4,190.34	A14
1999 Chrysler	,	28,000.00	
2000 Porsche		88,950.00	•
1995 Acura		15,000.00	
Personal Belongings.	Estimated by David W. Butler	30,000.00	
	Total Assets	3 188 792 14	
	Total Assets	3,188,792.14	

Liabilities	Description	Balance	Ref.
PaineWebber - Margin	Credit Line	220,946.17	L1
Washington Mutual (0021669643)	Home Equity Loan	237,130.07	L2
Washington Mutual (0013134671)	Home Mortgage	592,637.36	L3
Income Tax Liability	Year 2000	57,155.64	L4a
Accrued Income Tax Liability	Retirement Contributions	117,787.00	L4b
Legal Fees Payable	Finkelstein, Thompson & Loughran	4,727.50	L5
Property Maintenance	Garden Service	720.00	L6
Property Tax Liability	Two Months & 14 Days Liability	3,476.22	L7
ADT	Security Services	92.85	L8
Aquaphyle Pool Service	Pool service	300.00	L9
Citibank	Credit Card Payable	863.53	L10
Dish Network	Satellite TV	110.47	L11
	Total Liabilities	1,235,946.81	
Net Worth		1,952,845.33	

**Exhibit A** 

### WELLS FARGO BANK

WELLS FARGO BANK, N.A. P.O. BOX 6995 PORTLAND, OR 97228-6995 #0329

thiadallandaahdallahaddadladlandla

DAVID W BUTLER KRISTIN BUTLER 17370 SKYLINE BLVD. WOODSIDE CA 94062-3715

CALL 1-800-TO-WELLS
(1-800-869-3557)
24 HOURS/DAY, 7 DAYS/WEELFOR ASSISTANCE WITH
YOUR ACCOUNT.

PAGE 1 OF 5	THIS STA	ATEMENT COVERS:	9/12/00 THROUGH	10/10/00	. 등 : 20 명 명 : 20 명 : 10 명 : 20 명 공항 : 20 명 : 2 공항 : 20 명 : 20 R	
WELLS FARGO Newsline	NOT BE ( SET UP T	LLS FARGU ATM/A USED FOR ANY UN TO FACILITATE O	E FOLLOWING HAS B TM & CHECK CARD O LAWFUL PURPOSE (F N-LINE GAMBLING). NSACTION THAT IS	R INSTANT CAS OR EXAMPLE, F YOU AGREE Y	H/CASH & CHEC UNDING ANY AC	K CARD MUST COUNT THAT I
STAGECOACH	SUMMARY					
CHECKING 0039-758990	DEPOSITS WITHDRAY PHONE BA POINT OF MONTHLY AND OT		26.50-	MINIMUM AVERAGE		
	► NEW BALA	INCE	.00			
CHECKS AND WITHDRAWALS	CHECK 2424 2425 2432* 2434* 2438* 2439 2440 2441 2442 2443 2444 2445 2449* 2532* 2533	DATE PAID 9/12 9/15 9/14 9/13 9/12 9/22 9/26 9/19 9/25 10/02 10/06 9/18 9/13 9/15 9/15	AMOUNT 55.00 36.00 1,825.35 30.66 320.00 15.00 125.00 810.00 12.87 19.65 50.00 108.55 42.74 200.00 200.00	CHECK 2544* 2546* 2547 2548 2549 2551* 2552 2553 2554 2556* 2557 2558 2559 2560 2561 2562 2562	DATE PAID 10/02 9/25 9/20 9/26 9/26 9/26 10/10 10/03 10/04 10/03 10/10 10/00 10/00 10/00 10/00 10/03	AMOUN' 15.04 300.04 75.01 37.51 37.51 3,800.04 53.86 4,000.01 389.01 90,000.01 43.58 110.47 580.04 2,904.62
	WIRE TRA 7351 OUTGOING FED#0256	MONEY TRANSFER	RAL S /FTR/BNF=F1		9/15 9/15	30.00 100,000.00
	PACIFIC DAVID W CUSTOMER WIRE TRA	BELL 525 APS BUTLER WITHDRAWAL NSFER CHARGE	6505290564 - SEQUENCE: 00092		9/20 9/21 9/27	289.0° 500.0 30.0

CONTINUED



WE HELP YOU INVEST RESPONSIBLY

## **Investment Report**

www.fidelity.com 800-544-5555 800-544-6666 August 1, 2000 - August 31, 2000 Online FAST(sm)-Automated Telephone Customer Service

WOODSIDE CA 94062-3715

17370 SKYLINE BLVD

DAVID W BUTLER

#BWNFRKS

DAVID W BUTLER TRADITIONAL IRA - FIDELITY MANAGEMENT TRUST CO - CUSTODIAN **Brokerage** 165-183377

\$91.63 ear to Date This Period \$12.45 Income Summary Tax-deferred -15.00 12.45 \$2,354.22 \$2,351.67 Std Discount Eligible trades from Sep 1999 - Aug 2000 Fransaction costs, loads and fees Minimal annual trade requirement Your commission schedule Change in investment value Ending value as of Aug 31 Beginning value as of Aug Account Summary

Holdings (Symbol) as of August 31, 2000 Stocks 0% of holdings

Total Value August 31, 2000

Total Value Augüst 1, 2000

Price per Unit August 31, 2000

unavailable

unavailable

2.0000

\$2,351.67

\$2,354.22

\$1,00000

2,351.6700

7-day yield: 6.26%

NON ACAT REC RETIREMENT ACCT Core Account 100% of holdings

FIDELITY CASH RESERVES (FDRXX) Position held in cash account. **Transaction Details** 

(for holdings with activity this period)

Case 2:00-cv-01827-DSC

Document 176

Filed 08/04/2005

Page 10 of 50



### Marconi USA Wealth Accumulation Plan

02055

Account Statement as of 12-31-2002

### YOUR ACCOUNT INFORMATION

Participant Information

Date of Birth: 08/07/1960

Termination Date: 12/01/1998

DAVID W. BUTLER 17370 SKYLINE BLVD WOODSIDE, CA 94062-3715

### Account at a Glance

Account Activity by Contribution type for the period 10-01-2002 to 12-31-2002 (MM-DD-YYYY)

	000000000000000000000000000000000000000		`		• •
Sources	Deginning Balance Contrib			**************************************	000000000000000000000000000000000000000
	AND DESCRIPTION FORTITION	utions Distributions/	investment Results	Endine Batassa	
		Coor		CHANNE FIGURE	Vested Vested Balance
		1,003		Ending Balance	Parcent
Before-Tax					
DGIOIG-1 AX	98,978.58	0.00 0.00-	0.000.44		
TATES		0.00	3,839.44	102,818,02	<u>100%</u> 102,818.02
IVIAL	98 978 58 1	ann			102,010.02
		0:00 (FD)	3,839,44	189 A1A 89	M/6 ennorme
					::::::::::::::::::::::::::::::::::::::

### Contribution Information as of 01-06-2003

Plan-to-Date Before-Tax Contribs:



\*Year to date totals exclude prior year contributions posted in current year.

### Investment of Future Contributions as of 01-06-2003

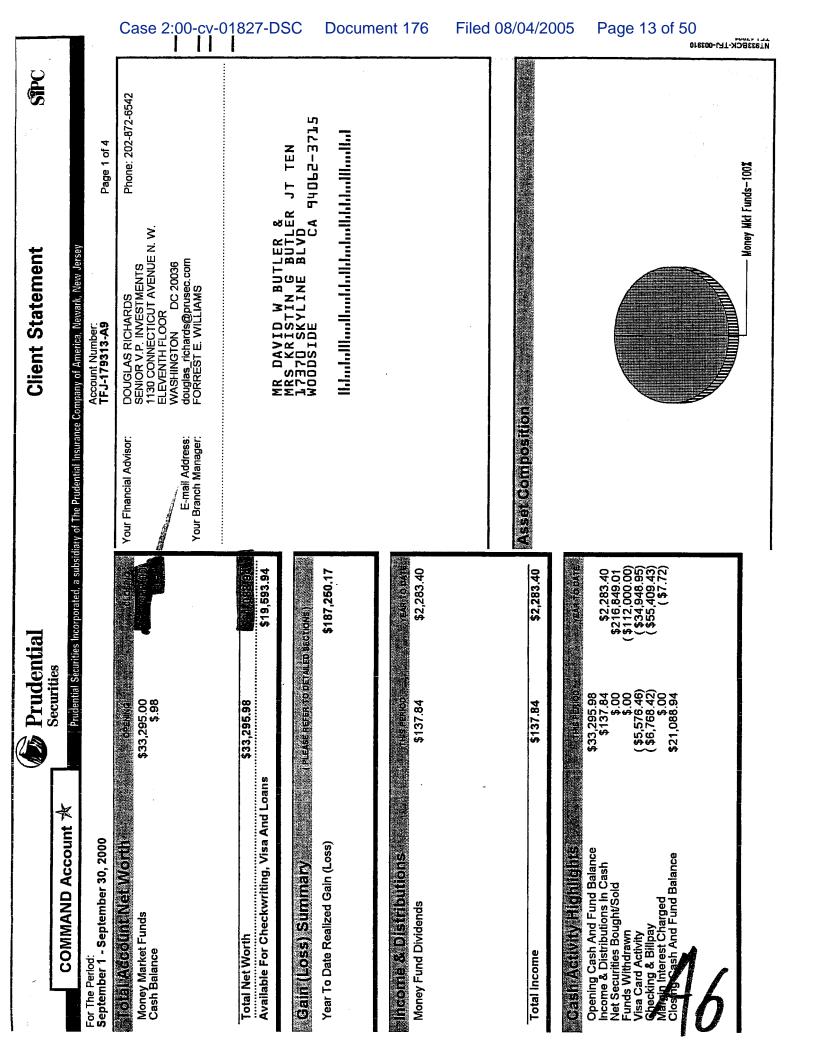
Fund Name	
Stable Value	Sources
TOTAL	 100.00
	100.00%





	Prudential	ial		Client Statement	SIPC
Retirement Account	Securities Prudential Securities Incomora	es Incorporated, a subsidiaty of The	Prindential	Institution Commany of America Newsely Many Jacon	
For The Period: September 1 - September 30, 2000				Account Number: BBE-800814-L1	Page 1 of 10
Priced Securities Value Priced Securities Value Money Market Funds Cash Balance   68,944,05     325,833,37 + 3 =	\$165,902.99 \$3,040.28 \$7.78	\$152,319.28 \$4,472.96 \$17.08	Your Financial Advisor: E-mail Address: Your Branch Manager:	RICHARDS & RAY 1130 CONNECTICUT AVENUE N. W. ELEVENTH FLOOR WASHINGTON DC 20036 sheldon_rayir@prusec.com douglas_richards@prusec.com FORREST E. WILLIAMS	Phone: 202-861-4400
	6'89	\$156,809.32			•
Gain (Loss) Surnmary This Period Realized Gain (Loss) March 07 To Date Realized Gain (Loss) Unrealized Gain (Loss) As Of September 30	\$ (\$10,	\$626.58 \$626.58 (\$1,227.01) (\$10,895.52)		PRUDENTIAL SECURITIES C/F MR DAVID W BUTLER L/370 SKYLINE BLAND WOODSIDE CA 94062-37	S C/F 94062-3715 ilillll
Income & Distributions  Money Fund Dividends  Dividends	\$16.68 \$212.50	\$165.96 \$1,705.27	Trading authorization h	Trading authorization has been given to your Financial Advisor	
Total Income	\$229.18	\$1,871.23	Asset Commostill		
Cash Activity Highlights Funds Added Funds Withdrawn	\$.00 \$.00 \$.00	\$169,472.74 \$.00	Money Mki Funds—2.9%		
A					
4				Equities	s-97.1%

	Prudential		Client Statement	Special
Securities Account ★	oreora	ed a subsidiary of The Prudential Insurance O	Company of America Mountly May Jeans	
For The Period: September 1 - September 30, 2000			Account Number: BBE-85598-L1	Page 1 of 9
Total Account Net Worth	\$117,373.10 \$109,894.51 \$440.00 \$190.00 \$.62 \$17.70	Your Financial Advisor: 194.51 90.00 E-mail Address: Your Branch Manager:	RICHARDS & RAY 1130 CONNECTICUT AVENUE N. W. ELEVENTH FLOOR WASHINGTON DC 20036 sheldon_rayir@prusec.com douglas_richards@prusec.com FORREST E. WILLIAMS	Phone: 202-861-4400
		02.21	-	
Gain (Loss) Summary This Period Realized Gain (Loss) March 07 To Date Realized Gain (Loss) Unrealized Gain (Loss) As Of September 30	######################################	710.95 254.15) 384.40)	MK DAVID W BUTLER & MRS KRISTIN G BUTLER JT TEN 17370 SKYLINE BLVD CA 94062-37] WOODSIDE CA 94062-37]	JT TEN 94062-3715 1.1  1
Income & Distributions  Money Fund Dividends  Dividends	\$2.45 \$2.45 \$164.93 \$1,2		Trading authorization has been given to your Financial Advisor	
Total Income	\$167.38 \$1,44	64.42 ASSET COMPOSITION		
Cash Activity Highlights. Funds Added Funds Withdrawn	** This PERIOD *** YEAR 10 DATE \$.00 \$.00 \$.00 \$.00 \$.00	10.56 Money Wkf Funds-0.23		
A 5			E q u i † le s-99.8X	33BCK-1£1-003304



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# UBS PaineWebber\* Resource Management Account\*

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2 of

Page

Account Number TF 14557 88

December 2001

LLOYD STARR (800) 649-7796

Your Financial Advisor

561-624-6400/800-843-5451

EZ1G033958-X136

4932171 - 000007

fuvestment objectives

Earnings below are classified as faxable or non-taxable based on the tax status for the specific security on which the earnings are received and does not attempt to reflect your account's tax status or reporting requirements. Use only official tax reporting documents (e.g. 1099) for tax reporting purposes. The classification of private investment distributions can only be determined by

Earnings summary

account. For each account held, you choose one return objective and primary and, if applicable, secondary risk profile. A full description of the alternatives is included on the back of the first page. If you have questions regarding these objectives or wish to change them, please contact your Financial Advisor or The following return objective and risk profile describe overall goals for this Branch Manager at your branch office to update your account objectives

Year-to-date

Current period

referring to the official year-end tax reporting document provided by the issuer.

499.97

8

8

**JBS PaineWebber Money fund dividends** 

**Faxable** 

Total taxable security earnings

Dividends/Interest

Non-taxable

499.97

1,409.89 1,909.86 ,947.22

204.20 204.20 204.20

204.20

37.38

g

,409.89

Current Income & capital appreclation Return objective:

Primary: Aggressive/Speculative Secondary: Moderate Risk profile:

Total current year security earnings Total non-taxable security earnings

Prior year(s) adjustments Net security earnings ASSET portfolio
When available, prices, income and current values may be approximate and flus gains/losses may not be accurately reflected. Refer to the disclosure on the back of the first page. An asterisk (\*) indicates a change in the original transaction data from the prior month or the display of new data input at your branch office. Gains/losses are not calculated for zero coupon investments. "Pending adjustment" or "P/A" indicates cost basis has not yet been allocated as a result of a spin-off or taxable exchange.

### Equities

### Other equity investments

Cost basis and gains/osses have not been adjusted automatically for return of capital payments. Restricted security values are estimated for informational purposes. Refer to the disclosure on the back of the first page for details.

PW ASPEN FUND LLC 1.000 51,636.00 12/30/99 AS OF NOVEMBER 30,2001 10/26/99 AS OF NOVEMBER 30, 2001 \$ 326,806.00	Total shares Description	Description	Price	Current value	Est. annual income	Trade	Shares Durchased Purchase price	Cost hook	Unrealized
AS OF NOVEMBER 30,2001  UBS PW TECHNOLOGY LP  AS OF NOVEMBER 30, 2001  Total \$ 326,806.00		PW ASPEN FUND LLC	1.000	51,636.00		12/30/99			364
UBS PW TECHNOLOGY LP AS OF NOVEMBER 30, 2001  Total \$ 326,806.00		AS OF NOVEMBER 30,2001							
AS OF NOVEMBER 30, 2001  Total \$ 326,806.00		UBS PW TECHNOLOGY LP		275,170.00		10/26/99	~~~	4 (6.9) (6.9)	12 12 12 12 12 12 12 12 12 12 12 12 12 1
Total		AS OF NOVEMBER 30, 2001							0,1,0
		Total	4	326,806.00				325.000	1.806
							and the first		

Days in period Average yield Dividend period 11/23 - 12/19 0.76% Closing share price 8 Closing balance 294,003.05 294,003.05 Opening balance 373,153.51 373,153.51 RMA CAL MONEY FD Description Total

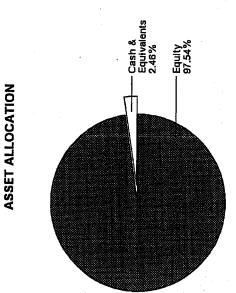
December 01/ TF 14557 66

### Paine Webber\* Portfolio Review

PORTFOLIO SUMMARY\*

June 30, 2000

allocation of equity, fixed income and cash in your current holdings. The graph illustrates the sources of your portfolio's growth in The pie chart provides a snapshot of the dollar terms.



Market Value \$ (Thousands)

— Cash & Equivalents 2.46%	— Equity 97.54%	

	l			ı
	2.46	97.54	0.00	100.00
ionalenes.	7,834.01	310,789.26	0.00	318,623.27
	Cash & Equivalents	Equity	Fixed Income	Total Portfolio

06/00 --- Net Contributions -4,928.87 23,552.14 318,623.27 SOURCES OF PORTFOLIO GROWTH 03/00 43,657.46 277,987.83 -3,022.02 318,623.27 Ending Market Value -1,506.57 17,159.96 302,969.88 318,623.27 12/99 Inception 09/07/99 Beginning Market Value Investment Earnings **Ending Market Value** Net Contributions\* 08/99 330 320 310 300 270 280 290

Page 4 DAVID BUTLER & SJ-34861-LS





SOURCES OF PORTFOLIO GROWTH

00/90

05/00

01/00

12/99

11/99

66/60

180

## DAVID BUTLER & SJ-34860-LS

**Paine Webber** 

Portfolio Review

## PORTFOLIC SUMMARY\*

June 30, 2000

allocation of equity, fixed income and cash in your current holdings. The graph illustrates the sources of your portfolio's growth in dollar terms. The pie chart provides a snapshot of the

300

280

280

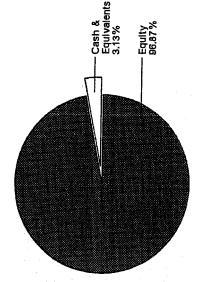
240

Market Value \$ (Thousands)

220

200





– Cash & Equivalents 3.13% – Equity B6.87%	3.13 96.87 0.00
	8,668.54 268,034,43 0.00
	Cash & Equivalents Equity Fixed Income
	Cash & Equity Fixed I

02/00	Net Contributions		276,702.97	
04/00	Net			
03/00		Ureffold (0.89 (1.00) 216,868.10 -1,484.00 61,318.87	276,702.97	
05/00	Ending Market Value	2	2	
01/00		Collairier 2002/0010 298,430.32 -1,484.00 -20,243.35	276,702.97	
12/99	4/99	2	27	
66/L-	Inception 10/04/99	Beginning Market Value Net Contributions* Investment Earnings	Ending Market Value	
			End	

DAVID BUTLER & SJ-34860-LS

\*Please refer to the Portfolio Review Reference Guide on the last page for all footnotes. MA006599

276,702.97

**Total Portfolio** 

**Paine Webber** 

Portfolio Review

DAVID BUTLER & SJ-34858-LS

### PORTFOLIO SUMMARY\*

June 30, 2000

allocation of equity, fixed income and cash in your current holdings. The graph illustrates the sources of your portfolio's growth in The pie chart provides a snapshot of the dollar terms.

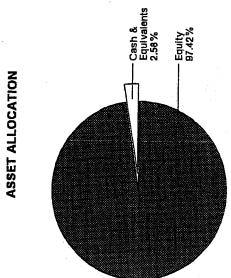
240

230

220

210

Market Value \$ (Thousands)



·	- Cash & Equivalents 2.58%	– Equity 97.42%	
			<b>7</b>

200

190

	2.36 97.42	0.00	100.00
(1) (1) (1) (1) (1) (1) (1) (1) (1) (1)	211,391.43	0.00	216,994.20
Cash & Equivalente	Equity	Fixed Income	Total Portfolio

08/99 180

00/90 --- Net Contributions -3,432.30 20,426.50 216,994.20 SOURCES OF PORTFOLIO GROWTH 03/00 189,810.07 -2,161.07 29,345.20 216,994.20 Ending Market Value -1,101.65 -3,445.36 216,994.20 221,541.21 12/99 Inception 09/07/99 Beginning Market Value Ending Market Value Investment Earnings Net Contributions\*

Page 4 DAVID BUTLER & SJ-34858-LS

\*Please refer to the Portfolio Review Reference Guide on the last page for all footnotes.



MA006583

### First American Title Company 555 Marshall Street \* Redwood City, CA 94063 (650) 367-9050

ESCROW NUMBER: 437763MP

PROPERTY: 17370 Skyline Boulevard

Woodside, CA. 94062

TODAY'S DATE: 7/01/98 CLOSING DATE: 7/02/98

ESCROW CLOSING STATEMENT OF:

David W. Butler Kristin G. Butler OTHER PARTY:

Omar A. Sawaf, Trustee

### BUYER'S CLOSING STATEMENT

DESCRIPTION		DEBITS	CPENTTS
Sales Price Deposit By First Deed of Trust (NEW) Loan Origination Fee Application Fee Tax Service	Washington Mutual Bank, F.A. Washington Mutual Bank, F.A. Lereta Corporation	DEBITS 3,000.00 79.00	1,013,700.00 600,000.00 295.00
Flood Certification Funding / Review Fee Wire Fee Interest from 7/01/98 to 8, Pay Fire Ins Premium 1 yrs Prorate Taxes 7/01/98	State Farm Insurance to 7/02/98 @ \$6194.60/6 mos.	22.00 545.00 50.00 1,503.19 2,552.00	34.41
Title Ins. Prem. (Owners) Title Ins. Prem. (Lender)	First American Title Company )First American Title Company	802.00 75.00 20.00 3,034.00 710.00 45.00 75.00	
Balance Due To Buyer TOTALS		1,517.22 1,614,029.41	1,614,029.41

This statement should be retained by you for Income Tax purposes.

E18

A 11



### LOCKHEED MARTIN FEDERAL SYSTEMS DEFERRED INCOME RETIREMENT PLAN

NA 38015

21

KRISTIN G BUTLER 7213 MEADOWOOD WAY CLARKSVILLE, MD 21029-1714

Social Security Number: 089-38-0853 This Statement Period: October 01, 1996 to December 31, 1996

Client Service Number

1-800-354-7125

You may call Fidelity 8:30 am to 8:00 pm EST to inquire about your account. For the hearing impaired call 1-800-835-5089 and overseas call 1-972-556-1464 collect.

		MARKE :	VALUE			
	Units	/Shares	Pi	rice	Mar	ket Value
Funds	09/30/96	12/31/96	09/30/96	12/31/96	09/30/96	
Retirement Money Mkt	4022, 480	4680, 920	\$1.00	\$1,00		12/31/9
Fixed Income Fund	4011, 570	4078, 300	\$1.00		\$4, 622. 48	\$4,680.92
GNMA	94, 630	96, 208		\$1.00 ~	\$4,011.57	\$4,078.30
Asset Manager	58, 634		\$10.58	\$10.70	\$1,001.18	\$1,029.43
Growth & Income		62. 175	\$16.49	<b>\$16.47</b>	\$966.87	\$1,024.03
Magellan	276. 186	278. 511	\$28.98	\$30. 73	\$8,003.87	\$8,558.64
Overseas	19. 127	19. 272	<b>\$</b> 76. 05	\$80.65	\$1,454.61	\$1,554.29
Overseas	30. 049	32. 034	\$31.41	\$30.84	\$943.83	\$987. 92
Total Account Value					<b>60. 80.</b>	
Net Change					\$21,004.41	\$21,913.53
Vested Balance						\$909. 12
						\$21,913.53

	CONTRIBUTION SUMIVA	<b>1</b> 4	
EE Basic Before-Tax EE Supp. Before-Tax ER Basic Before-Tax Total Contributions	This Period \$0.00 \$0.00 \$0.00 \$0.00 \$0.00	Year To Date \$0.00 \$0.00 \$0.00 \$0.00	Inception To Date \$8, 835. 60 \$1, 954. 70 \$2, 650. 26

<u>Curren</u>	investatent ekokei	is as on onespe	
Funds Retirement Money Mkt Fixed Income Fund GNMA Asset Manager Growth & Income Magellan Overseas TOTAL	Fund/VRS Number 0630 7786 0015 0314 0027 0021	Current Investment Choices 0.00% 40.00% 0.00% 15.00% 10.00% 20.00% 15.00%	As Of 12/31/96 Your Investment Allocation 21.36% 18.61% 4.70% 4.67% 39.06% 7.09% 4.51% 100.00%



David W. Butler 17370 Skyline Blvd Woodside, CA 94062

그는 사람들이 아이들 때문에 가장 아이들 때문에 가장 하고 있다. 그들은 사람들은 사람들은 사람들은 사람들은 사람들은 사람들은 사람들은 사람	ID NAME	SSN DEPT.		PERIOD ENDING	CHECK NO.	CHECK DATE
DESCRIPTION   RATE   HOURS   CURRENT PERIOD   Y.T.D.   DESCRIPTION   CURRENT PERIOD   Y.T.D.			558.33	06/30/99	0459976	07/03/99
Sec Suppl					DEDUCTIO	NS
Commission   19445.29   19445.2				DESCRIPTION	CURRENT P	ERIOD Y.T.D.
Acation 6.44 46.00			296.34	401 (k)	4935.41	
Regular 6493.84  ## ## ## ## ## ## ## ## ## ## ## ## ##			19445.29			
## Recoverabl		46.00 .00	103.07			
10000.00   100000.00   100000.00   10000.0			6493.84			
Total Deductions 4935.41 8970.81  Faxable Wages 19741.63 36441.62  Adjusted (less Flex & Pension) 14806.22 27470.81  Facation/PTO Taken 70.00 Left +0.00  Fick Taken Left Total Direct Deposit  TAXES  DESCRIPTION CURRENT PERIOD Y.T.D.  Pederal 4145.74 7014.04  FICA - OAS 1223.98 2259.42  FICA - Med 286.25 528.45  California 888.37 1593.10  CA Disabil 75.34 158.82  Total Taxes 6619.68 11553.83  WITHHOLDING STATUS  DESCRIPTION STATUS EXEMPTION EXTRA  Pederal S 00 .00	The second second		103.08		Lating that year	
Total Deductions   4935.41   8970.81	lecoverabl		10000.00			
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Total Deductions   4935.41   8970.81						
Total Deductions   4935.41   8970.81						
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TAXES   DESCRIPTION   CURRENT PERIOD   Y.T.D.	Jacation/PTO Taken	70.00 Left +0.00				
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California				DESCRIPTION	TAXES CURRENT PE	
Total Taxes				DESCRIPTION Federal	TAXES CURRENT PEI 4145.74	7014.04
Total Taxes				DESCRIPTION Federal FICA - OAS	TAXES CURRENT PE 4145.74 1223.98	7014.04 2259.42
Total Taxes 6619.68 11553.83  WITHHOLDING STATUS  DESCRIPTION STATUS EXEMPTION EXTRA  Federal S 00 .00	The state of the s			DESCRIPTION  Federal  FICA - OAS  FICA - Med	TAXES CURRENT PE 4145.74 1223.98 286.25	7014.04 2259.42 528.45
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WITHHOLDING STATUS  DESCRIPTION STATUS EXEMPTION EXTRA  Federal S 00 .00				DESCRIPTION  Federal  FICA - OAS  FICA - Med  California	TAXES CURRENT PE 4145.74 1223.98 286.25 888.37	7014.04 2259.42 528.45 1593.10
WITHHOLDING STATUS  DESCRIPTION STATUS EXEMPTION EXTRA  Federal S 00 .00	The state of the s			DESCRIPTION  Federal  FICA - OAS  FICA - Med  California	TAXES CURRENT PE 4145.74 1223.98 286.25 888.37	7014.04 2259.42 528.45 1593.10
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				DESCRIPTION  Federal  FICA - OAS  FICA - Med  California  CA Disabil	TAXES CURRENT PE 4145.74 1223.98 286.25 888.37 75.34	7014.04 2259.42 528.45 1593.10 158.82
State S				DESCRIPTION  Federal  FICA - OAS  FICA - Med  California  CA Disabil  Total Taxes	TAXES CURRENT PE 4145.74 1223.98 286.25 888.37 75.34  6619.68  WITHHOLDING STATUS	7014.04 2259.42 528.45 1593.10 158.82 11553.83 STATUS XEMPTION EXTRA
				DESCRIPTION  Federal  FICA - OAS  FICA - Med  California  CA Disabil  Total Taxes  DESCRIPTION  Federal	TAXES CURRENT PE 4145.74 1223.98 286.25 888.37 75.34  6619.68 WITHHOLDING STATUS E S	7014.04 2259.42 528.45 1593.10 158.82  11553.83  STATUS  XEMPTION EXTRA 00 .00

Employer Services for Employees at Mirapoint, Inc.

Net Check Amount

8186.54



### WELLS FARGO BANK

+ WELLS FARGO BANK, N.A. P.O. BOX 6995 PORTLAND, OR 97228-6995

#0329

llalaalallaadhaabhallabahallabhahdaallaallat

KRISTIN BUTLER 17370 SKYLINE BLVD. WOODSIDE CA 94062-3715

N

CALL 1-800-TO-WELLS
(1-800-869-3557)
24 HOURS/DAY, 7 DAYS/WEEK
FOR ASSISTANCE WITH
YOUR ACCOUNT.

PAGE 1 OF 1

THIS STATEMENT COVERS: 8/24/00 THROUGH 9/26/00

WELLS FARGO NEWSLINE	가능하는 것 같아 그 아이들은 살이 하는 사람들이 가능하는 그 살아가 되었다. 그 사고 있다는 사람들이 다 하는 사람들이 되었다.	TRODUCING WELLS FARGO'S OUR NEW LINE OF ACCOUNTS TO HELP YOU REACH YOUR F WATCH YOUR MAIL FOR	S AND SERVICES TNANCIAL DESTINATION	
MARKET RATE	SUMMARY			
6401-754312	PREVIOUS BALANCE DEPOSITS INTEREST EARNED WITHDRAWALS SERVICE CHARGES	115,000.00+ 19.31+ 25,000.00- .00-	MINIMUM BALANCE AVERAGE BALANCE ANNUAL PERCENTAGE YIELD EARNED	4,190.34 20,367.38 1.03
	► NEW BALANCE	94,209.65	INTEREST EARNED 2000	155.97
DETAILS	DATE TRANSACTION 9/22 CUSTOMER DEPOS 9/26 TRANSFER TO 9/26 INTEREST PAYME	AA39-75899A AT 2057B	AMOUNT 115,000.00+ 09/26 25,000.00- 19.31+	BALANCE 119,190.34 94,190.34 94,209.65
INTEREST INFORMATION	FROM THROUGH	INTEREST RATE	ANNUAL PERCENTAGE	YIELD (APY)
	8/24 9/24 9/25 9/26	1.50% 2.37%	1.51% 2.40%	
	INTEREST RATE/APY AS	OF 9/26/00 IF YOUR BALAI	NCE. IS	
	\$ 0 - 2,499 \$ 2,500 - 9,999 \$ 10,000 - 24,999 \$ 25,000 - 49,999 \$ 50,000 - 99,999 \$ 100,000 AND OVER.	2.08%	1.00% 1.51% 2.02% 2.10% 2.40% 2.40%	
EXPRESS ATM LOCATIONS USED	\$ 0 - 2,499 \$ 2,500 - 9,999 \$ 10,000 - 24,999 \$ 25,000 - 49,999 \$ 50,000 - 99,999 \$ 100,000 AND OVER.		1.00% 1.51% 2.02% 2.10%	

THANK YOU FOR BANKING WITH WELLS FARGO

A14

WEEHAWKEN, NJ 07087-6790 1000 HARBOR BOULEVARD

PAINEWEBBER INC.

EZ1G014347-X156 -0900 - SJ - 0

## **PaineWebber**

10

Page

Summary of Accounts

Your Financial Advisor

LLOYD STARR

408-286-5500/800-862-4433

17370 SKYLINE BLVD KRISTIN G BUTLER BUTLER DAVID W.

CA 94062-3715

WOODSIDE

## ummary of assets

his section provides values and percentages by asset category for accounts listed in the Summary of account values section below. npriced assets are excluded; see back for details.

	9/ -6 (	
	o or priced assers	Value
quities	96.90	1 204 111 57
foney funde		10:11:01:
	3.10	38,509.29
et invested assets	100 00	, 040 000 00 A
	20.00	3 1,242,020.86
		15/0/0/2018(1): 12/
otal account values		A 654 654 KM
		60.470,120,1

# ummary of account values

rivate investments and unpriced assets, but includes insurance products, restricted securities, pending return of principal, accrued interest and cash and money fund balances. Accounts with only private investments are not his section consolidates account value information for accounts listed below. If you have additional accounts that you wish to be included, please contact your Financial Advisor. Account value plus other items excludes

Account value	Cash/Money funds plus other items		\$ 20,369.10 \$ 416,863.10	4 1 2 0 6 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	75.55.51	4 818 01	06.446.173	7.384.49	•	00.	\$ 38,509,29 \$ 1,021,674,69	•
Account title		DAVID W. BUTLER & KRISTIN G BUTLER		DAVID BUILER & RRISHIN BUILER	DAVID BITTIED & VOICTIM PITTIES	CALLE BOLLER BOLLER	DAVID RITLER & KRISTIN BITLED	STATE OF THE POLICE	DAVID BUTI FR AND KRISTIN BITLED TAKEDS	I THE STATE OF THE	lotal on September 29	
Account type	DMO	KIMIX	Managed	3)	Managed		Managed			College and the second		
ccount number Account type	2.1.31059	90 9 1930	3. 34858	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	3.3 34860	7,0400	3J 34861	07000-0	50 30343			

September 00

### **angton Mutual**

(PT) Monday - Thursday

7:00 a.m. - 6:00 p.m. 7:00 a.m. - 4:00 p.m. 8:00 a.m. - 1:00 p.m.

(PT) Friday (PT) Saturday

1-800-282-4840 1-800-735-2922 TDD - For The Hearing Impaired

Loan Number:

0021669643

Statement Closing Date:

11/07/00

Page:

1 OF 1

DAVID W BUTLER KRISTIN G BUTLER 17370 SKYLINE BLVD WOODSIDE

1584 V

CA 94062-3715

Adada Alban Alban Abada Abada

Available Credit:	\$789,399.00
Credit Line Limit:	\$1,100,000.00
ANNUAL PERCENTAGE RATE:	6.49%

Line of Credit S		On The Ho	use <sup>™</sup> VISA <sup>®</sup> Card	d Number: 449	7820041560213
Previous Balance	(+) Advances & Charges	(-) Payments	(+)Periodic Rate FINANCE CHARGES Billed	(+/-) Credit/Charges	(=) New Baiance This is NOT a payoff figure
V 100.00	98,480.01	25,000.00	1,581.86	.00	312,191.94

Statement Activity

Posting	Effective		THE PARTY AND TH			
Date	Date	Description				Transaction Amount
10/10/00 10/10/00 10/18/00 10/20/00 10/26/00 10/26/00 10/26/00 10/27/00 10/27/00	10/10/00 10/10/00 10/10/00 10/25/00 10/25/00 10/26/00 10/26/00	10/09 RENT A PHONE LTD 10/09 RENT A PHONE LTD ADVANCE CHECK ODS ADVANCE ADVANCE CHECK FINANCECHARGE ADVFEE	COLCHESTER COLCHESTER 1001 0000 1003	GB GB	000 200	438.06- 12.22- 400.00- 65,000.00- 7,354.00-
10/26/00 10/27/00 10/27/00 10/30/00 10/31/00 10/31/00 11/02/00 11/03/00	10/26/00 10/26/00 10/26/00 10/27/00 10/30/00 10/31/00	10/24 CASINOCASH/111 COUN ADVANCE CHECK ADVANCE CHECK ADVANCE CHECK ADVANCE CHECK	1002 1008 1007 1001	NV	A 13,	6.02- 301.00- 2,273.25- 1,465.00- 354.09- 1,705.75-
11/02/00 11/03/00 11/03/00 11/06/00 11/06/00 11/06/00	11/01/00 11/01/00 11/03/00 11/03/00 11/03/00 11/03/00	10/28 SUNDANCE MINE COMPA ADVANCE CHECK 11/02 FRY'S ELECTRONICS # ADVANCE CHECK PAYMENT PRINCIPAL PAYMENT	1010	CA CA		459.88- 221.47- 660.29- 937.45- 786.30
11/06/00 11/06/00 11/07/00 11/07/00 11/07/00	11/06/00 11/06/00 11/06/00 11/06/00 11/06/00	FINANCECHARGE ADVFEE 11/04 SKYWOOD TRADIN/1728 ADVANCE CHECK ADVANCE CHECK ADVANCE CHECK ADVANCE CHECK	WOODSIDE 1004 1011 1013	CA		24,213.70 4.03- 201.50- 35.00- 16,051.00- 600.00-
ummary of	Statement Activity	(+/-) Principal	(+/-) Periodic Ra	nte FINANCE CHA	RGES (+/-) Faes	(+/-) Other

Summary of Statement Activity:	(11) 5			
		(+/-) Periodic Rate FINANCE CHARGES	(+/-) Fees	(+/-) Other
	74,256.26-	768.50	7.75	i

### **Important Messages**

---- Finance Charges -----Days Average Daily Balance Periodic Rate ANNUAL PERCENTAGE RATE Periodic Rate FINANCE CHARGES 32 278,776.57 0.0177322 6.49000 1,581.86

Adjustment: Total Periodic Rate FINANCE CHARGES:



### **Washington Mutual**

Telephone Inquiries (800) 282-4840 TDD - For The Hearing Impaired (800) 735-2922

### Loan Statement

Statement Date: **Activity Since:** 

November 1, 2000 October 2, 2000

Loan Number:

0013134671

DAVID W BUTLER KRISTIN G BUTLER 17370 SKYLINE BLVD WOODSIDE CA 94062-3715

47,510

Bdadallanflaafdallahatadlahfadlinoffal

2000/2/201

See Reverse Side For Additional Information

### Current Loan Information

Property Address:

17370 Skyline Blvd Woodside CA 94062

Principal Balance Escrow Balance Interest Rate

50.008.23500%

**Activity Summary** 

Activity is from October 2, 2000 to November 1, 2000

Principal Interest **Total Amount Received** 

1,118.69-4,023.31 \$2,904.62

### Payment Due Information

Next Payment Due Date Current Payment **Total Amount Due** 

12/01/00 2,904.62 \$2,904.62

To avoid late charges of \$145.23, we must receive your payment by 12/16/00 during our business hours.

### Escrow/Other Activity

Property Taxes Paid Insurance Paid

\$0.00 \$0.00

Interest Paid Principal Paid Real Estate Taxes Paid Insurance Paid

Unpaid Deferred Int. (Loan-to-Date)

Year-To-Date Information

\$37,841.55 \$1,353.29~ \$0.00 \$0.00

\$4,383.36

Messages.

 Adjustable Rate Loan Information Index

Margin For Payment Due Interest Rate

6.03500 2.20000 December 1, 2000 8,23500%

This loan qualifies for PAYMENT OPTIONS. Each PAYMENT OPTION includes an escrow payment and late charge(s), if applicable.

1. Minimum payment due: 2. interest only payment 3. Full principal and interest payment (based on the remaining term of your loan)

4. Full principal and interest payment: (based on 15 year term)

\$2,904.62 \$4,066.97 \$4,531.70

\$6,268.53

CUSTOMER SERVICE 1-800-282-4840 FOR YOUR CONVENIENCE: MON-THUR 7:00-6:00 FRI 7:00-4:00 SAT 8:0





	Tax Summary	,	Page
Client I15300 DAVID W AND KR	RISTIN G BUTLER		067-60-8
REGULAR TAX LIABILITY			04:0
	2000	1999	Diff
INCOME			
Wages, salaries, tips, etc	247 670	CO 045	
THEFTER THEOME	7 247,070	/ 84 , 20 1 22 7	184,831
Dividend income	. 22 117	26 552	2,911
Reluinds of State and local taxes	. 13,665	20,333	184,831 2,911 -4,436 13,315
capital gain or loss	220 425		-1,461,633
Neill, Idyally, Darthership edtate	1 0 60		1,262
Total income	. 531,405	1,795,155	-1,263,750
ADJUSTMENTS TO INCOME			
Total adjustments	. 0	n	0
Adjusted gross income	. 531,405	1,795,155	-1,263,750
TEMIZED DEDUCTIONS		, -	,,
Taxes	. 34,200	244,651	27.0 4==
THICETES!	40 043		-210,451 -1,468
contributions	2 625	42,411	
Miscellaneous (subject to 2% of ACT)	140 044	_	2,625 149,944
Overall itemized deductions limitation	-12,074	-50,057	37,983
Total itemized deductions	. 215,638	237,005	-21,367
AX COMPUTATION			
Standard deduction	7.350	7 200	150
diger of itemized or standard deduction	ח חור כחם	237.005	150 -21,367
Income prior to exemption deduction .		1,558,150	-1,242,383
Exemption deduction	. 0	0	0
Caxable income			-1,242.383
Cax before AMT	93,829	433,770	-339,941
ax before credits	33,854	0	33,854
	127,683	433,770	-306,087
REDITS			
oreign tax credit	514	186	328
ax after credits	514	186	
	127,169	433,584	-306,415
THER TAXES			
otal tax	127,169	433,584	-306,415
AYMENTS			
ederal income tax withheld	63,954	7,014	56,940
stimated tax payments .		496,390	-496,390
otal payments	63,954	503,404	-439,450
FUND OR AMOUNT DUE			•
mount overpaid	0	69,820	_60 000
rect payment benait	2 010	2,157	-69,820 861
mount refunded to you	0	67,663	-67,663
mount you owe	16(6), 27(3)	0	66,233
X RATES			
arginal tax rate	39.6%	39.6%	0.0%
fective tax rate			

2000 California Inco	me Tax Summa	iry	Page
Client 115300 DAVID W AND I	CRISTIN G BUTLER		067-60-815
	200	0 1999	04:09 P
FEDERAL ADJUSTED GROSS INCOME			DILL
Federal adjusted gross income	531,40	5 1,795,155	-1,263,750
CALIFORNIA SUBTRACTIONS			
State tax refund	13,66 13,66		,,
ADJUSTED GROSS INCOME	13,00	3 350	13,315
Adjusted gross income	517,74	0 1,794,805	-1,277,065
ITEMIZED DEDUCTIONS		. ,	_,_,,,,,,,
Federal itemized deductions Less state, local and foreign taxes.	-		
Itemized deduction limitation	-16 97		
California itemized deductions	194,219	10,597	
California standard deduction	5,622	5,422	200
TAX COMPUTATION Taxable income			
Tax	26 579	1,784,208 162,548	-1,460,687
Net tax	26,578	162,548	-135,970
OTHER TAXES			
Alternative minimum tax	4,158	0	4,158
PAYMENTS	. 30,736	162,548	-131,812
California income tax withheld	16,242	1 502	14,649
Estimated tax payments		174,620	-174,620
Total payments	16,242	176,213	-159,971
REFUND OR AMOUNT DUE Amount overpaid			
Underpayment penalty	. 0	,	-13,665 -590
Amount you owe	· 144.7775	0	14,775
		12,794	-12,794
AX RATES Marginal tax rate	9.3%	0.28	
Effective tax rate	. 9.5%		0.0% 0.4%
	<i>f</i> .		
- (66.233 + 14.77 <i>5)</i>	(6	6,255+14,	(175) 16
$= \frac{(66,233 + 14,775)}{4}$	x3 - (6	ZL.	~ 1 90
		7	, -
=\$57,155.64			
-121,177.64			

REGULARTAX PROPATION CALCULATION

2000 FEDERAL INCOME TAX	X SUMMAR	Y	PAGE 1
DAVID W AND KRISTIN	G BUTLER		067-60-8153
	2000	1999	DIFF
TOTAL INCOME	22,117 13,665 239,435 231,264 1,262	26,553 350 1,701,068 0	-4,436
ADJUSTMENTS TO INCOME TOTAL ADJUSTMENTS	0 772,669	0 1,795,155	0 -1,022,486
ITEMIZED DEDUCTIONS  TAXES	34,200 40,943 2,625 145,119 -19,312 203,575	42,411 0 0	
TAX COMPUTATION  STANDARD DEDUCTION  LARGER OF ITEMIZED OR STANDARD DEDUCTION INCOME PRIOR TO EXEMPTION DEDUCTION EXEMPTION DEDUCTION TAXABLE INCOME TAX BEFORE AMT ALTERNATIVE MINIMUM TAX TAX BEFORE CREDITS	203,575 569,094 0 569,094	7,200 237,005 1,558,150 0 1,558,150 433,770	150 -33,430 -989,056 0 -989,056 -239,623 1,090
CREDITS  FOREIGN TAX CREDIT	514 514	186	328 328
OTHER TAXES TAX ON IRAS, RETIREMENT PLANS, & MSAS . TOTAL TAX	24,126		24,126 -214,735
PAYMENTS  FEDERAL INCOME TAX WITHHELD	63,954 0 63,954	7,014 496,390 503,404	-496,390
REFUND OR AMOUNT DUE  AMOUNT OVERPAID	0 7,949 0 162,844	69,820 2,157 67,663 0	
CALCULATION OF TAX ON RETIREMENT PLANS			141

2000 CALIFORNIA INCOME T	'AX SUMM	ARY	PAGE 1
DAVID W AND KRISTIN	G BUTLER		067-60-8153
	2000	1999	DIFF
FEDERAL ADJUSTED GROSS INCOME FEDERAL ADJUSTED GROSS INCOME	772,669	1 705 155	1 000 406
CALIFORNIA SUBTRACTIONS	112,009	1,795,155	-1,022,486
STATE TAX REFUND	13,665 13,665	350 350	•
ADJUSTED GROSS INCOME ADJUSTED GROSS INCOME	·		13,313
ITEMIZED DEDUCTIONS	759,004	1,794,805	-1,035,801
FEDERAL ITEMIZED DEDUCTIONS LESS STATE, LOCAL AND FOREIGN TAXES. ITEMIZED DEDUCTION LIMITATION CALIFORNIA ITEMIZED DEDUCTIONS CALIFORNIA STANDARD DEDUCTION	222,887 16,518 -31,451 174,918 5,622	287,062 235,424 -41,041 10,597 5,422	-218,906 9,590
TAX COMPUTATION  TAXABLE INCOME  TAX  NET TAX	584,086 50,811 50,811		-1,200,122 -111,737
OTHER TAXES OTHER TAXES TOTAL TAX LIABILITY	6,032 58,843		6,032
PAYMENTS			, , , , ,
CALIFORNIA INCOME TAX WITHHELD	16,242 0 16,242	1,593 174,620 176,213	14,649 -174,620 -159,971
REFUND OR AMOUNT DUE AMOUNT OVERPAID			
UNDERPAYMENT PENALTY AMOUNT YOU OWE	0 1,364 41,965	13,665 871 0	-13,665 493 41,965
AMOUNT REFUNDED TO YOU	0	12,794	-12,794
TAX RATES  MARGINAL TAX RATE	9.3% 9.7%	9.3% 9.1%	0.0% 0.6%
Adjusted Federal TAX 218 849			
Adjusted California Tax 51,843		•	1
Total Adjusted TAX 275, 692			
TOTAL TAX AS FILED (LYa) 157, 905  TAX ON RET			



TAX ON RETIREMENT PLANS

David W. Butler 17370 Skyline Boulevard Woodside, CA 94062 CLIENT #: FILE #: 1867

1867.0001 AS OF: 01/31/02
PAGE # 1
Defense services in connection
with an informal SEC inquiry RE:

					<u> </u>
DATE	ATTORNEY OR STAFF	SERVICE	Dame	M*1.	
			RATE	TIME	TNUOMA
09/07/00	BHF	Telecon with SEC.	475.00	.50	
09/07/00	RGG	Analyze and review the SEC's	250.00	.80	
		numbers.	230.00	. 60	
09/08/00	BHF	Telecon with Butler.	475.00	1.00	
09/08/00	RGG	Analyze and review multiple	250.00	1.30	
		combinations of transaction prices.	200.00	1.50	
09/11/00	BHF	Telecons with Butler (3).	475.00	1.50	
09/11/00	BHF	Telecon with Ken King / D.	475.00	.50	
		Butler.	.,,,,,	.50	
09/11/00	BHF	Telecon with SEC.	475.00	.20	500
09/12/00	BHF	Telecons with Butler (4), Ken	475.00	2.80	4200000
		King (2).			
09/12/00	BHF	Telecon with SEC.	475.00	.50	2-7-50
09/12/00	RGG	Analyze and review the March	250.00	.30	5.00
00/12/00	2112	call sales.			
09/13/00	BHF	Meeting with CRC.	475.00	.20	.00
09/13/00	CRC	Meeting with BHF.	200.00	.50	10000
09/13/00 09/13/00	CRC CRC	Review complaint.	200.00	.40	- G
09/13/00	BHF	Meeting with DMs.	200.00	.50	1.0.00
09/14/00	bnr	Telecons with David Butler (3).	475.00	.40	TO TOO
09/14/00	BHF	Telecon with SEC	.==		
05/14/00	DIIE	(Jackson/Novakovic).	475.00	.20	<b>\$5.00</b>
09/14/00	BHF	Telecons with press reporters.	455 00		
09/15/00	BHF	Meeting with CRC.	475.00	.30	<u> </u>
09/15/00	DMS	Meeting with CRC re: research	475.00	. 10	47.50
,,	2115	for pleadings and motions.	120.00	.56.	60.00
09/15/00	DMS	Research SEC cases with	120.00	6.20	744 00
		injunctions.	120.00	0.20	744.00
09/18/00	DMS	Review and pull cases (Lexis	120.00	4.30	E16 00
		research).	120.00	4.30	516.00
09/18/00	DMS	Begin second half of SEC	120.00	1.20	144.00
		injunctive research.		1.20	144.00
09/18/00	BHF	Telecon with Ken King.	475.00	.10	47.50
09/19/00	BHF	Telecon with Butler, Jeff	475.00	1.20	570.00
		Krinsk.		1.20	370.00
09/19/00	CRC	Draft memo re: document	200.00	1.00	200.00
0010010-		exchange.	- <del>-</del>		200.00
09/20/00	BHF	Telecon with Gary Jackson	475.00	.10	47.50
00/05/00	2	(SEC); Al Yates.			.,,50
09/25/00	BHF	Meeting with CRC.	475.00	.20	95.00



		182597
L	USTON	Pr'S ORDER NO.   DATE
	DDRES	Nislin B 270 Styline BW
	OLD BY	CASH C.O.D. CHARGE ON ACCT. MDSE PAID OUT
	QUAN.	DESCRIPTION AMOUNT
H	-	Torden
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		CEEP THIS SLIP FOR REFERENCE
ممر.		Paid 10/25

TERMS: DUE UPON RECEIP

PLEASE DETACH HERE AND RETURN THE BOTTOM PORTION WITH YOUR REMITTANCE

INVOICE DATE

PLEASE SEND ALL CORRESPONDENCE EXCLUDING PAYMENTS TO THIS ADDRESS 

ADT SECURITY SERVICES 14200 EAST EXPOSITION AVE

AURORA CO 80012 For questions about your bill, please see the reverse, then if necessary call:

OCTOBER 07, 2000

For questions about your system's operation, or if you need service, please call:

(800) 366-7534

274-24647

YOUR ADT CUSTOMER NO.

DAVID BUTLER 17370 SKYLINE BLVD

WOODSIDE, CA

YOUR SERVICE LOCATION:

58-1814102

2000

(800) 822-5957 TIN:

OCTOBER 04, THIS INVOICE REFLECTS ALL PAYMENTS PROCESSED THROUGH YOUR BILLING ADDRESS:

<b>FROM DATE</b>	THRU DATE	DESCRIPTION	AMOUNT
	09/10/00	PREVIOUS BALANGE	
1:1/@1/00	11/01/00 01/31/01	QUARTERLY BILLING SERVICES IMPORTANT: ADT IS RAISING YOUR MONTHLY MONITORING: FEE \$1.00 AND ENHANCING SERVICES PAY CREDIT CARD: AND SAVE MONEY! PLEASE READ THE ENCLOSED INSERT.	35 - 85 - 80 - 80 - 80 - 80 - 80 - 80 - 8
·		PLEASE PAY	92.85

### **AQUAPHYLE POOL SERVICE**

101 FIRST ST., PMB 349 LOS ALTOS, CA 94022

### **Invoice**

DATE INVOICE # 09/01/2000 1320

BILL TO:

Butler 17370 Skyline BLVD WOOSIDE, CA 94020

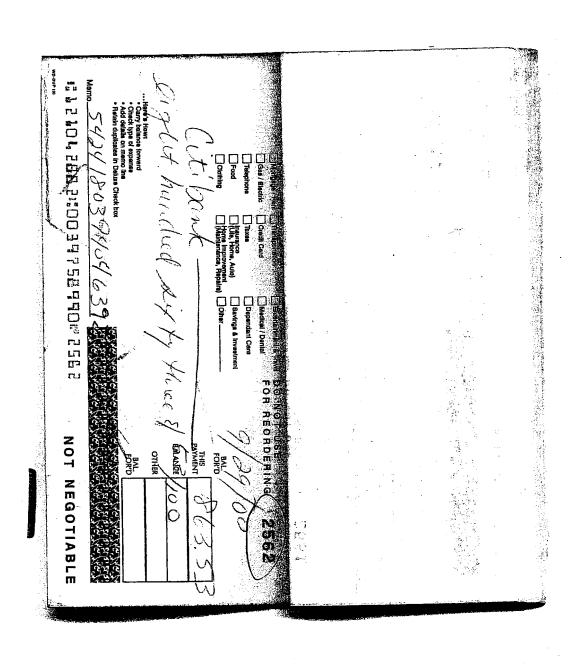
DESCRIPTION	AMOUNT
July service	100.00



**TOTAL** 

\$100.00

19



ges for only \$69.99 3 DISH to sign up

Payment Due Date: 10/01/00 A DIVISION OF ECHOSTAR SATELLITE CORPORATION 0061010 DISH NETWORK
DEPT 0063 PALATINE IL
60055-0663 8255 9000 DH 7 11

Billing Statement

Billing Date: 09/11/00 Service from 09/26 to 10/25 ccount No: 8255 90 905 1185939

DAVE BUTLER 17370 SKYLINE BLVD WOODSIDE CA 94062-3715

# Il-feel-Illen-Hendleffell-Hellefleidlen-Hal

Account Summary For

DAVE BUTLER

80.24	- 80.24	\$ 0.00 110.14 0.33	110.47	\$ 110.47	
Previous Balance	Payment(s) - Thank You!	Balance Account Charges Taxes	Total Gharges	Tiotal Amount Due	

everse for account information details

## For Your Information

EZ Payment Option, Credit geredit card. Call Card Auto Pay! It autoi 1-800-333-DISH to sig Tired of writing check

DISH Network includes Ame month. This is

loday. Ber

### EXHIBIT 2

# IN THE UNITED STATES DISTRICT COURT FOR THE WESTERN DISTRICT OF PENNSYLVANIA

SECURITIES AND EX	KCHANGE	COMMISSION,	
	v.	Plaintiff, ) ) )	Civil Action No. 00-1827
DAVID W. BUTLER,		)	
		) Defendant. ) )	
STATE OF NEW YORK		)	
COUNTY OF SUFFOLK		) ss:	

# AFFIDAVIT OF DAVID W. BUTLER

- I, David W. Butler, being duly sworn, do hereby testify as follows:
- 1. I am an adult of majority age, of sound mental health, and I make this affidavit based on personal knowledge. If called to do so, I could and would testify truthfully about the matters set forth herein as follows.
- 2. On February 15, 2000 I was deposed by Michael Novakovic and Elaine Greenberg, officers of the SEC at SEC Headquarters in Washington, DC.
- 3. Before the deposition began, my counsel asked if the SEC was prepared to question me regarding the substantial number of news articles and analyst reports my counsel had delivered via Federal Express to their offices, attention Mr. Novakovic, approximately one month prior to the deposition. The articles and reports were exculpatory, as they tended to demonstrate that the market was aware, prior to my trades, of the distinct possibility that FORE Systems could fall short of analyst expectations for the March 1997 quarter, due to slow Asian sales, slower sales cycles and a high degree of back end loading.
- 4. The letter accompanying the press articles and analyst reports explicitly requested that I be questioned regarding them at the deposition.
- 5. Prior to the start of the deposition, the officers denied ever having received the delivery of the reports and articles prior to the deposition.

- Conor Crowley, my counsel, produced the Federal Express tracking number of 6. the delivery of the information to assist the SEC in tracking the delivery. The officers then appeared to call their office. and reported back that they never received the data. They offered no explanation for the signature receipt of an SEC employee in the possession of Federal Express when asked.
- 7. After conferring with my counsel without my presence, the SEC officers refused to question me on the record/regarding any of these press articles or analyst reports.
- At the end of the deposition I expressed disappointment that the SEC chose not to question me regarding these matters on the record.
- After the deposition record was closed, Mr Novakovic stated to me, "When I'm through with this case I'll never be on your Christmas card list." (Emphasis in original).
- On September 14, 2000 I was not the beneficiary of any trust, or any other asset ownership or asset protection mechanism or instrument.
  - On September 14, 2000 I had no foreign interest of any kind. 11.
- I have been oilled at least \$1,145,000 for attorneys' fees by Finkelstein, 12. Thompson & Loughran for legal services provided in the defense of this litigation. I have paid, or have a legal obligation to pay, these fees. No other party has ever paid these fees, and I am not aware of any other party - including, but not limited to any insurance carrier, or any current or former employer of mine - with any obligation to pay these fees. To the best of my knowledge, information and belief, these fees are my obligation, and mine alone.
- 13. I have provided all available documents and records concerning my assets and liabilities as of September 14, 2000 to my CPA, Steven Olson. These documents and records reflect every asset of any value I owned as of that time, and most (but not all) of the liabilities for which I was obligated at that time. These records are thus sufficient to allow Mr. Olson to prepare a conservative but substantially accurate calculation of my net worth as of September 14, 2000.

I declare under penalty of perjury of the laws of the State of New York that the foregoing is true and correct, executed this Z day of August, 2005.

David W. Butler

FRANCINE WRIGHT ry Public, State of New York No. 01WR6061326 Qualified in Suffolk County
Commission Expires July 16, 20 

# **EXHIBIT 3**

# IN THE UNITED STATES DISTRICT COURT FOR THE WESTERN DISTRICT OF PENNSYLVANIA

SECURITIES AND EXCHANGE CO	MMISSION,	)
<b>v.</b>	Plaintiff	) f, ) Civil Action No. 00-1827
DAVID W. BUTLER,		) )
	Defendant.	) ) )
COMMONWEALTH OF PENNSYLVANIA	)	
COUNTY OF ALLEGHENY	) ss:	

### AFFIDAVIT OF THOMAS J. GILL

I, Thomas J. Gill, being duly sworn, do hereby testify as follows:

- 1. I make this affidavit based on personal knowledge. If called to do so, I could and would testify truthfully about the matters set forth herein as follows.
  - 2. In March, 1997, I was Chief Operating Officer of FORE Systems, Inc. ("FORE").
- 3. Up until the last few days of March, 1997, I remained confident that FORE had the opportunity to book enough orders to achieve minimum Wall Street earnings per share estimates.
- 4. I was the author of the electronic mail message dated March 18, 1997, attached hereto as Exhibit "1".
- 5. Exhibit "1" reflects my belief as of March 18th that FORE had the possibility to book enough orders to achieve revenue of \$120 million and/or earnings per share to meet minimum Wall Street estimates for the quarter ended March 31, 1997.
- 6. The \$4 million in backlog referred to in Exhibit "1" represents backlog that was on hold and could be released. On March 18, 1997, FORE had additional shippable backlog (excluding other deferred revenue) in excess of \$6 million.
- 7. In Exhibit "1", I explained to FORE's regional sales vice presidents how FORE could achieve revenue of \$120 million for the quarter ended March 31, 1997.

I declare under penalty of perjury of the laws of the Commonwealth of Pennsylvania that the foregoing is true and correct, executed this \_\_\_\_\_day of December, 2001.

Thomas J. Gill

Sworn to and Subscribed before me this 11th day of December, 2001.

Notary Public

My Commission Expires: 7-22-04

{Notarial Seal}

Notarial Seal
Alica M. Popowich, Notary Public
Sewickley Boro, Aliegheny County
My Commission Expires July 22, 2004

# Thomas J. Gill, 10:04 18/03/97 -0, Home Stretch

Date: Tue. 18 Mar 1997 10:04:37 40500 (EST) X-Sender: tgill@popnostl.fore.com X-Mailer: Windows Eudora Version 2.1.1

To: rhibb@fore.com, mig@fore.com, kirk@fore.com, mmanislia@fore.com,

mccarthy@cadia.com, syoung@fore.com, dbutler@fore.com

From: 'Thomas J. Gill' <egill@fore.com>

Subject: Home Stretch

Co: eccifore.com, omifore.com, rjkdfore.com

This is my best guess at where we are based on yesterday's conference call:

Territory	Book to Date	To-Go	Up-Side Needed	Total
NA DEF	\$21.5	S17	<b>53.0</b>	
CEM/SI	s 6.3	5 2	=	541.5
			\$1.0	5 9.3
Telco Incr.	<b>5</b> 5.2	\$ 2	S1.0	\$ 8.2
federal	s a.7	<b>5 4</b>	\$1.2	\$13.7
Subtotal NA	\$41.7	\$25	\$6.0	\$72.7
λsia	s 7.0	\$ 2	\$2.0	\$11.0
emer	\$12.5	\$10	53.0	
Lacin Amer.	5 . 6			\$25.5
		5 0.2	SD.5	S 1.5
House/Other	\$ 2.3	\$ 0.3	so.0	\$ 2.6
Total	\$64.3	\$37.5	\$11.5	\$113.3

Book n Ship 9 3/17	568	To get to \$130mm
	-10	" "5120mm
Adjusted Bk n Ship	558	
	-38	From above
	\$20	
Minus Upside	-12	From above
>From Backlog ((	-4	Holds, LCs, ATMNet, CEM Dl
Creare	5 4	Favor from UUnet/Sprint/????

### Put differently:

Pipeline	· 538
Upside	512
Backlog	( 5 4 )
Creative	3 4

Total

*5*58

The SJ8mm seems to be very solid. If I break down the U.S. we are not in bad shape based on the following opportunities:

Case Western AMERF	\$2.7 .5	Reeling in slowly and 98% likely Looks good
Prudential DACU	\$1.0 \$.9	May require some phone calls to push Likely
McGuire McCales	S . B 5 . 7	Just popped up and I will personally push Credit risk, thetking out
ATMNet Anixter	\$1.2	Same. working 3rd party lease
Cabletron	\$1.0 \$1.0	Demo stuff plus Not certain
Total	59.8	Means 59.2 comes from balance of field/channels

The incernational business also appears solid.

Upside suggestions to come from:

UWNet 51.0 Mike/Jeff Solomon \$1.0 Tom/Mike



SEC 020677

# Thomas J. Gill, 10:04 18/03/97 -0, Home Stretch

CONFIDENTIAL
TREATMENT REQUESTED
BY FORE SYSTEMS, INC.

Sprint	52.0	Smat/Jeff
LYTRE	51.0	Mike/Kirk
.V5X	\$1.0	Eric/Mike/Richard
SII	\$1.0	Tom/Steve
Nissho	<b>51.0</b>	Tom/Steve
CWare/Telem.	\$1.0	Tom/Dave
Knec	51.0	Tom/Dave
PEA/Other	\$1.0 ·	Tom/Dave
Cther	51.0	Tom/M2
Total	c11 o	

The above are all friends of the company. We need to be stressing our business partnerships NOW!

Keep the faith.

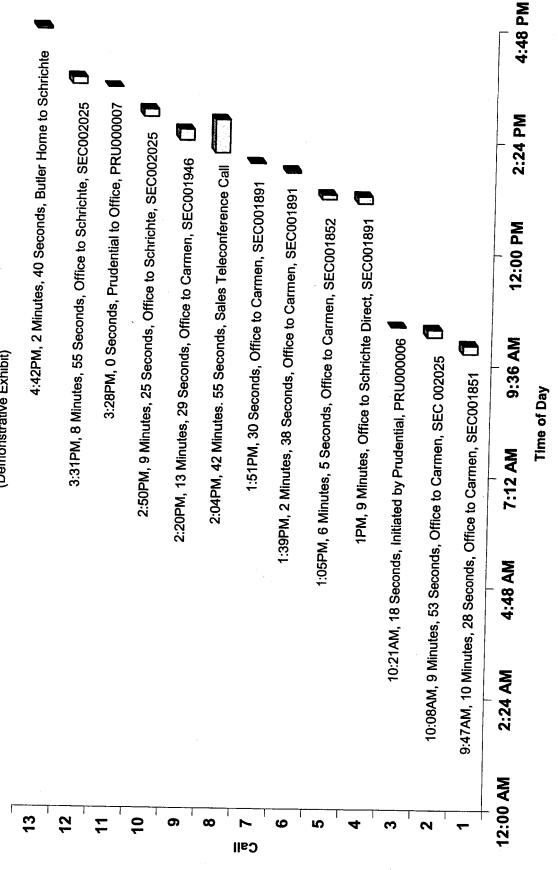
-Tom

**SEC 020678** 

# **EXHIBIT 4**

# Butler's March 17, 1997 Call Records

(Demonstrative Exhibit)



Log of Butler's Call Records and Phone Calls to Prudential - March 17, 1997

Demonstrative Exhibit

Pg. Ref. SEC001851 2025 Pru 6 1891 1852 1891 1891 1831 1946 2025 Pru 7
End (GMT 14:57:28 15:17:53 15:21:18 18:11:00 18:11:05 18:51:30 19:46:55 19:33:49 19:59:25 20:28:00 20:39:55 21:44:40
Time (EST) 9:47 AM 10:08 AM 10:21 AM 1:00 PM 1:51 PM 1:51 PM 2:04 PM 2:04 PM 2:50 PM 3:28 PM 3:31 PM
Duration 0:10:28 0:09:53 0:00:18 0:09:00 0:06:05 0:02:38 0:02:38 0:03:49 0:09:25 0:09:25 0:00:00
10:08 AM 10:08 AM 10:21 AM 1:00 PM 1:05 PM 1:39 PM 1:51 PM 2:20 PM 2:20 PM 2:50 PM 3:28 PM 3:31 PM 3:31 PM
Time (GMT) Ti 2:47 PM 3:08 PM 6:02 PM 6:05 PM 6:39 PM 6:39 PM 7:20 PM 7:50 PM 8:31 PM 8:31 PM 9:42 PM
Initiator Recipient ar Office Carmen Gonzales 2:4: ar Office Carmen Gonzales 3:03 ar Office Carmen Gonzales 3:22 ar Office Chris Schricte 6:03 ar Office Carmen Gonzales 6:03 ar Office Carmen Gonzales 6:53 ar Office Carmen Gonzales 6:51 ar Office Carmen Gonzales 6:51 ar Office Carmen Gonzales 7:20 ar Office Chris Schricte 7:50 ar Office Chris Schricte 8:31 ar Home Chris Schricte 8:31
Date Initiator 17-Mar Office 17-Mar Home

# **EXHIBIT 5**

### IN THE UNITED STATES DISTRICT COURT FOR THE WESTERN DISTRICT OF PENNSYLVANIA

SECURITIES AND EXCHANGE COMMISSION	) DN, )
Plaintiff,	)
v.	) Civil Action No. 00-1827
DAVID W. BUTLER,	) )
Defendant.	)

### AFFIDAVIT OF PETER BARRETT

- I, PETER BARRETT, aver as follows:
- 1. I make this affidavit based on personal knowledge. If called to do so, I could and would testify truthfully about the matters set forth herein.
- 2. From August 1993 through April 1998, I was employed as a broker by Prudential Securities, Inc. ("Prudential"), in Washington, DC.
  - 3. David W. Butler was a client of mine in 1996 and 1997.
- 4. During March 1997, I serviced clients jointly with Christopher Schrichte and Christopher Robinson, registered brokers at Prudential.
  - 5. During March 1997, my administrative assistant was Carmen Gonzales.
- 6. As early as January 31, 1996, Mr. Butler informed me in writing that he was concerned that his portfolio, which consisted almost entirely of FORE common stock, was too concentrated and that he wished to diversify his holdings, or hedge his position, to protect his net worth. (See January 31, 1996, facsimile attached hereto as Exhibit A.)
  - 7. In a January 31, 1996, facsimile Mr. Butler indicated that he preferred to continue to hold

his FORE common shares and asked for my advice regarding the purchase of put options on FORE common stock to protect against an unforeseen drop in FORE's common stock price, and the sale of covered call options to generate supplemental income and reduce his margin balance. See Exhibit A.

- 8. The purchase of put options on FORE common stock was the most efficient way for Mr. Butler to preserve his net worth while continuing to hold FORE common stock.
- 9. To protect his net worth, Mr. Butler bought put options on FORE common stock in 1996, hedging his long position in FORE common stock.
- 10. This transaction protected Mr. Butler against an unexpected drop in FORE's common stock and allowed him to maintain his long position in FORE common stock.
- 11. At least one week prior to March 17, 1997, I again discussed with Mr. Butler the need to diversify or hedge, given that almost all of his net worth remained in the form of FORE common stock, the price of which had been steadily dropping for months. This discussion focused on the purchase of put options in an amount that would hedge his long position in FORE common stock.
- 12. On March 17, 1997, I spoke directly with Mr. Butler and confirmed that he wished to place an order to purchase 600 July put options on FORE common stock as a long-term hedge against continuing drops in the price of FORE common stock. I agreed with Mr. Butler that this was a prudent hedging strategy given that almost all of his net worth was in the form of FORE common stock.
- 13. This transaction protected Mr. Butler against an unexpected drop in the price of FORE common stock but allowed him to maintain his long position in FORE common stock.
  - 14. Mr. Butler never indicated to me that he believed FORE would fail to meet consensus

revenue and earnings estimates.

- 15. I specifically recall March 17, 1997, because it was St. Patrick's Day, and my practice on that day was to leave the office at lunch time and not return that day.
- 16. During 1996 and 1997, pursuant to his stated goal of January 31, 1996, Mr. Butler wrote covered call options on the common stock of FORE and other corporations on numerous occasions as part of an ongoing strategy to generate supplemental income.
- 17. In August 2001, I was subpoenaed by the Securities and Exchange Commission ("SEC") to provide deposition testimony in this matter.
- 18. The evening before my deposition, I was contacted at home by Catherine Pappas, an attorney with the SEC, who wished to discuss my testimony.
- 19. After a two hour conversation regarding my recollection of the pertinent events of March 1997, Ms. Pappas informed me that my deposition would be cancelled and that my testimony would not be needed.
  - 20. I have not spoken to Mr. Butler in several years and we do not maintain a relationship.

I declare under penalty of perjury of the laws of the District of Columbia that the foregoing is true and correct, executed this 4th day of January 2002.

District of Columbia City of Washington

day of January 2002.

Notary Public

SANDRA P. IRWIN

Sworn to before me this

Notary Public, District of Columbia My Commission Expires May 14, 2004